

CONFIDENTIAL



OTA Critical Issues Forum

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ALPINA CAPITAL

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Alpina Capital Overview

Alpina Capital is a specialized investment banking partnership offering a unique approach with a singular focus, achieving value. Having previously founded, managed and owned diverse companies in the financial, energy, media and telecommunications sectors, the partnership brings insightful, workable, creative solutions to clients along with an exceptional closure rate for transactions. Our team brings strong insight and fundamental skills to the telecommunications and communications infrastructure service sectors, capitalizing on opportunities, risks, and weaknesses in the markets. The combination of industry knowledge and execution strength provides our clients with a proven and committed partner in the growth and support of their businesses.

These accomplished professionals assist clients with a range of services centered on the telecommunications and communications infrastructure industries. Every assignment receives the active involvement, unparalleled expertise, and unwavering integrity of our senior partners.

Formed in 2005, Alpina provides clients with innovative analysis and anticipation of the forces of change affecting the telecommunications and communications infrastructure industries, while maintaining a clear emphasis on creating value for clients. By consistently demonstrating an expert ability to craft effective and comprehensive solutions to complex business problems, Alpina builds client trust, maintains confidentiality and maximizes value on their behalf.

With experience that includes working with some of the world's most respected financial and multi-national companies, the team at Alpina Capital provides clients with an in-depth level of operational understanding and integrity as a financial advisor. This awareness equips Alpina with an exclusive level of insight into the needs of each client, achieving extensive value throughout the deal process.

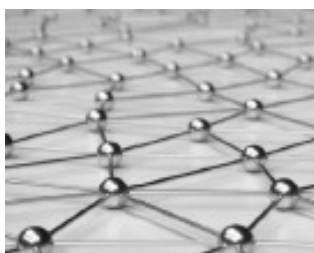
REGISTERED BROKER-DEALER Alpina Capital is a registered broker-dealer with the Financial Industry Regulatory Authority (FINRA), the largest independent regulator of securities firms doing business in the United States. Our firm and professionals have earned the highest level FINRA certifications necessary to perform merger, acquisitions and private placements of debt and equity.

Services



Mergers and Acquisitions

Solid strategies for executing complex merger and acquisition transactions for clients in two distinct industries - telecommunications and energy services. Leveraging operational, financial and investment expertise, our team focuses on strategy, valuation, transaction structure and execution.



Strategic Advisory Services

Capital structure review, fairness opinions and valuations. With our emphasis on maximizing value for our clients, we provide strategic direction on the proper mix of debt and equity capital and have extensive experience assessing the value of a company and detailing the facts of a merger or acquisition. From maximizing returns to stakeholders to helping our clients be better positioned in a competitive environment, our team has the insight and track record to provide financial counsel to your company.



Financial Restructuring

Commercial debt restructuring, divestitures, corporate reorganizations and bankruptcy. Drawing on their wealth of first-hand experience, each partner works to address operational and capital structure problems from both an internal and external point of view. And with a proven track record of leadership, our team specializes in negotiating complex restructurings, involving multiple secured and unsecured creditors, resulting in the best outcome possible.



Private Placements of Equity and Debt

Identification of financing sources, structures and optimal terms of private placement financings. Our team utilizes its extensive capital markets experience to implement successful financing solutions. Striving for the optimal financing option on every deal, Alpina brings firsthand knowledge - from both sides of the transaction - to ensure long-term stability and success for clients. Each financing is closed in a timely manner with a focus on creating the most value.

Industry Sectors



Wireless Spectrum

Alpina Capital is a leading bank in spectrum transactions, completing over 300 transactions valued at more than \$3 billion over its tenure in the industry. The combination of industry knowledge and execution strength provides our clients with a proven and committed partner in the growth and support of their businesses, providing concrete solutions whether through network expansion or multilayered strategic initiatives.

Tower Infrastructure

Alpina's tower infrastructure team possesses in-depth transactional expertise in the industry dating back to its inception in the mid '90s. Our commitment and understanding of sector-specific challenges and opportunities set us apart. Decades of knowledge in structures, tax ramifications, technical specifications, documentation, overall economic impact, and profit maximization, provide unparalleled value for our clients. Experience, active participation, and relationships with industry leaders uniquely position Alpina Capital to provide comprehensive representation for tower developers and wireless carriers owning their own tower infrastructure for restructuring, private equity and debt placements, and merger & acquisition assignments.

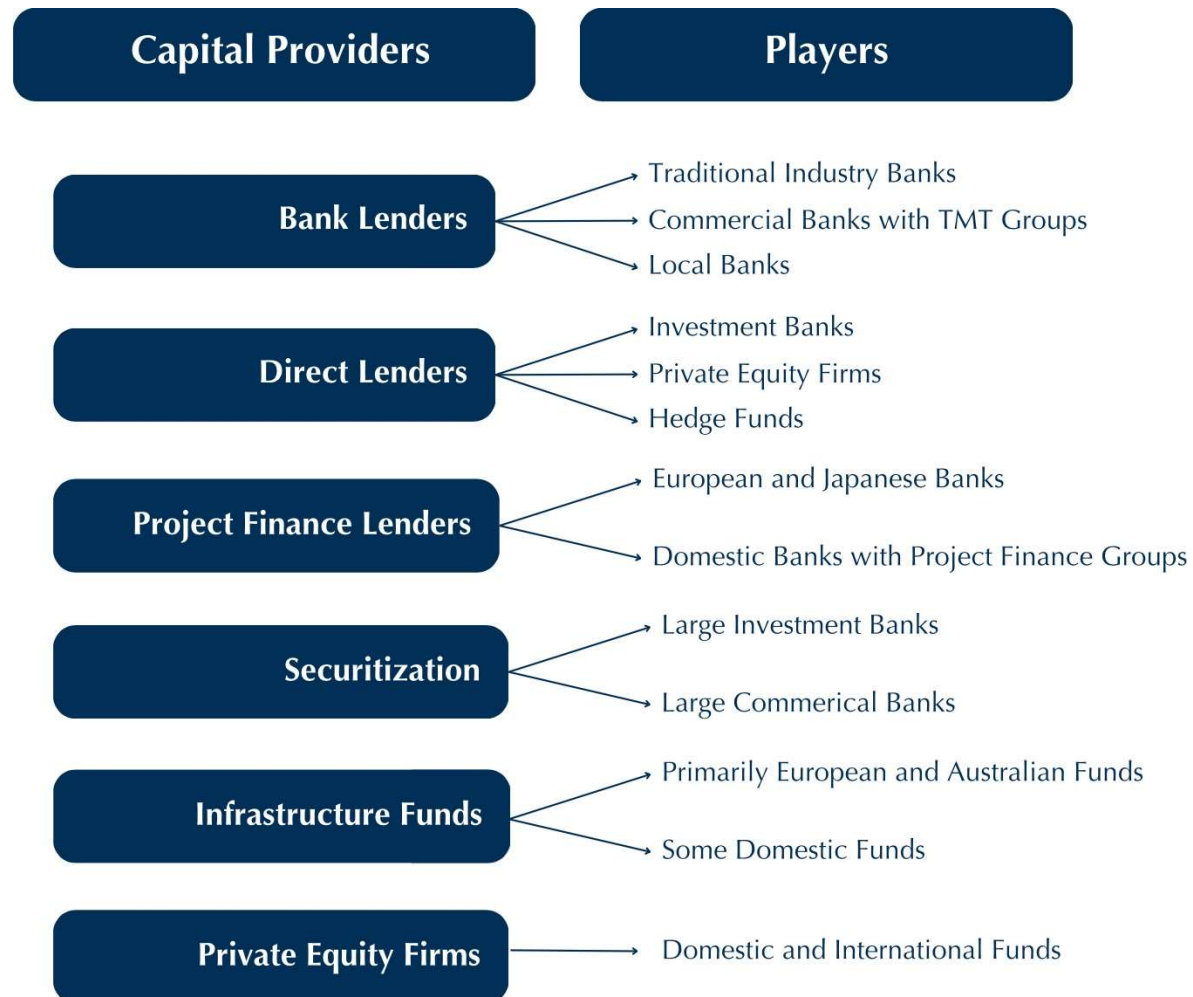
Wireless

Alpina is a seasoned player in the wireless sector. We keep a finger on the pulse of market trends, shifting technology, consumer demands and regulatory policies, to ensure that our clients are always prepared for what's ahead. Our team brings a wealth of knowledge and expertise to the table, enabling us to identify opportunities, risks, and imbalances within the market that others might overlook. We have successfully arranged the sale of and completed valuations in transactions ranging from small, individual deals to large, complex multi-entity engagements. Our team has the expertise to navigate complex transactions and deliver successful outcomes that exceed our clients' expectations.

Rural Broadband

Since its inception Alpina has worked with rural broadband providers. We understand the unique challenges that rural providers face and the opportunities that can arise through mergers and acquisitions. Our in-depth knowledge of the industry, regulatory requirements and market trends, enables us to provide expert guidance to our rural clients. We work closely with our clients to assess their strategic goals, evaluate potential buyers or targets, and develop a comprehensive plan to achieve their objectives. We have a proven track record of successfully negotiating favorable terms and executing complex transactions that maximize shareholder value.

Rural Broadband Capital Providers



Rural Broadband Lenders

Capital Providers	Pros	Cons
Bank Lenders		
CoBank, RFTC, RUS	Knowledgeable, Lower Cost, Dependable	Lower Leverage, Less Flexible
TD, CIT, Fifth Third	Knowledgeable, Market Oriented	Capital Constraint
Various Local Banks	Lower Cost, Loyal	Less Dependable, Capacity Limitations, Not Knowledgeable
Direct Lenders		
Carlyle, Digital Bridge, KKR, Guggenheim	More Leverage, Some Flexibility	Higher Cost, Less Dependable
Project Finance Lenders / Securitization		
Société Générale, MUFG, Woodforest	Higher Leverage	Higher Cost, Less Flexible, Larger Deal Size, Complex

Rural Broadband Investors

Capital Providers	Pros	Cons
Infrastructure Funds		
GI Partners, iCon, Palisades	Longer Hold Periods, More Equity	Less Experienced, Generally International
Private Equity Firms		
Grain Management, Novacap, M/C Ventures	More Experienced, Domestic	Shorter Hold Periods, More Aggressive, Less Equity

Current Valuations

Notable Announced Transactions

Consolidated taken private by Searchlight

- Multiple of 9.6x announced on October 16, 2023
- Consolidated is a traditional LEC with 43% fiber and an aggressive rebuild program in New England

Shentel purchases Horizon from Novacap

- Announced on October 24, 2023
- Purchase price of \$385 million for \$19 million of '22 EBITDA
- Pre-synergy multiple of 20x
- Post-synergy of 13x

Novacap closes the purchase of All-West Communications

- Transaction announced in November 2022 and closed in December 2023
- No terms were disclosed

Current Valuations

Notable Announced Transactions Not Yet Completed

Grain's Sale of Great Plains

- Process launched in April 2022 seeking a 20x+ multiple, which failed
- Process re-launched in December 2023

GI Partners seeking minority interest investment for Blue Peak

- In May 2023, GI Partners announced it was seeking up to \$300 million in equity for Blue Peak, a fiber provider operating in the Great Plains
- In October 2023, Lazard launched a process seeking a minority interest investment in Blue Stream, a fiber provider in Florida purchased by GI in December 2020

Carlyle considering options for Wyyerd Fiber

- In August 2023, Bank Street was mandated to raise more equity or potentially exit Wyyerd, a fiber provider in Arizona

In October 2023, activist investment firm Jana Partners called on Frontier to sell itself

- In December 2023, Jana reiterates calls for review of options, including a sale, JV or asset sale
- In February 2024, Frontier announced plans for a complete review of its operations

Current Valuations

Transaction Considerations

Market is strong

- Capital markets have stabilized
- Interest rates are anticipated to drop in 2024
- However, there is a gap between buyers and sellers in price expectations
- Impact of regulatory fund initiatives

Multiples are still high

- At least 50 infrastructure funds seeking U.S. fiber assets with more potentially on the way
- Approximately \$200 billion of raised capital by infrastructure funds or in process since 2020
- Multiples based on 'opportunity'
- Strategics waiting in the wings

Buyers are flexible

- Driven by intense competition
- Willing to take minority positions
- Preferred stock investment to get a foot in the door

Other considerations

- Financial Buyer vs. Strategic Buyer
- Hire an advisor

Contacts

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